

**LATHAM & WATKINS LLP**

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*Special Counsel for the Debtors*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case No.  
19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**SUMMARY SHEET TO FIRST INTERIM  
FEE APPLICATION OF LATHAM &  
WATKINS LLP FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES  
(NOVEMBER 1, 2019 THROUGH JANUARY  
31, 2020)**

Date: TBD

Time: TBD

Place: United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

Judge: Hon. Dennis Montali

**Objection Deadline: June 29, 2020  
4:00 p.m. (Pacific Time)**

No hearing requested

**GENERAL INFORMATION**

Name of Applicant: Latham & Watkins LLP

Authorized to Provide Professional Services to: Special Counsel for the Debtors and Debtors in Possession

Petition Date: January 29, 2019

Retention Order Date: February 24, 2020, *nunc pro tunc* to January 29, 2019

Period for which compensation and reimbursement are sought: November 1, 2019 through January 31, 2020

Prior Interim Applications: None

**SUMMARY OF FEES AND EXPENSES SOUGHT IN THIS INTERIM APPLICATION**

Amount of Compensation Sought as Actual, Reasonable, and Necessary: **\$856,907.00**

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: **\$7,412.10**

Total Compensation and Expenses Requested for the Compensation Period: **\$864,319.10**

**SUMMARY OF PRIOR MONTHLY FEE STATEMENTS**

Date Filed	Period Covered	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses	Holdback Fees Requested
4/30/2020 [Dkt. No. 7017] <sup>1</sup>	11/1/19 – 02/29/20	\$1,589,000.00	\$18,878.16	\$1,271,200.00	\$18,878.00	\$317,800.00 <sup>2</sup>
		<b>\$1,589,000.00</b>	<b>\$18,878.16</b>	-	-	<b>\$317,800.00</b>

Summary of Any Objections to Monthly Fee Statements: **None.**

Compensation and Expenses Sought in this Interim Application Not Yet Paid: **\$864,319.10**

<sup>1</sup> The First Monthly Fee Application (as defined below) includes fees for the period of February 1 through February 29, 2020. Although disclosed in the Summary of Prior Monthly Fee Statements, this Interim Application (as defined below) only relates to the fees and expenses for the period from November 1, 2019 to January 31, 2020.

<sup>2</sup> The holdback of fees requested related to the Interim Fee Period (as defined below) is \$171,381.40.

**COMPENSATION BY PROFESSIONAL  
NOVEMBER 1, 2019 THROUGH JANUARY 31, 2020**

The attorneys and paraprofessionals who rendered legal services in these Chapter 11 Cases from November 1, 2019 through January 31, 2020 (the “Fee Period”) are:

NAME OF PROFESSIONAL:	POSITION	YEAR ADMITTED	HOURLY RATE (2019) <sup>3</sup>	HOURLY RATE (2020) <sup>4</sup>	TOTAL HOURS BILLED	TOTAL COMPENSATION
Richard A. Levy	Partner	1983	\$1,270.00	\$1,325.00	9.8	\$12,567.00
James E. Brandt	Partner	1983	\$1,235.00	\$1,290.00	52.8	\$66,082.50
Robert W. Perrin	Partner	1998	\$1,000.00	\$1,070.00	269.1	\$276,891.00
Ted A. Dillman	Partner	2008	\$960.00	\$1,005.00	18.4	\$17,889.00
James Ktsanes	Partner	2007	\$960.00	--	2.5	\$2,400.00
Gavin M. Masuda	Partner	2008	\$910.00	\$975.00	1	\$962.00
Drew T. Gardiner	Partner	2004	\$885.00	\$920.00	15.7	\$14,213.00
Michael J. Reiss	Partner	2010	\$870.00	\$950.00	237.3	\$215,635.00
Tiffany M. Ikeda	Associate	2011	\$860.00	\$895.00	74.7	\$64,599.00
Meryn C. Grant	Associate	2013	\$830.00	\$895.00	86.2	\$72,144.00
Devin O’ Connor	Associate	2013	\$830.00	--	0.6	\$498.00
Shawn P. Hansen	Associate	2015	\$670.00	\$810.00	23.8	\$17,080.00
Setareh Homayoni	Associate	2016	\$590.00	\$760.00	37.2	\$23,053.00
Michael A. Hale	Associate	2017	--	\$695.00	2.7	\$1,876.50
Caitlin J. Campbell	Associate	2018	--	\$590.00	1.9	\$1,121.00
Macaulay Ivory	Associate	--	\$480.00	--	28.5	\$13,680.00
Robert Medina	Associate	2019	\$380.00	\$500.00	112	\$51,392.00
John M. Eastly	Senior Paralegal	--	\$345.00	\$355.00	11.6	\$4,042.00
Andrea Casalett	Litigation Services Supervising Attorney	--	\$340.00	\$360.00	2.3	\$782.00
<b>Total Professionals:</b>	<b>20</b>				<b>988.1</b>	<b>\$856,907.00</b>

<sup>3</sup> Rates are not included if a professional did not render services in that particular year.

<sup>4</sup> Fees attributable to the period after December 31, 2019 are charged at the Applicant’s 2020 rates, subject to a customary rate adjustment that was negotiated and agreed to by the Debtors and the Applicant in a manner consistent with past practice.

<b>PROFESSIONALS</b>	<b>BLENDED RATE (rounded to nearest dollar)</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
<b>TOTALS:</b>			
Partners and Counsel <sup>5</sup>	\$1,000.10	606.6	\$606,639.50
Associates	\$667.70	367.6	\$245,443.50
<b>Blended Attorney Rate</b>	<b>\$874.70</b>	<b>974.2</b>	<b>\$852,083.00</b>
Paraprofessionals and other non-legal staff	\$347.10	13.9	\$4,824.00
<b>Total Fees Incurred</b>	<b>\$867.20</b>	<b>988.1</b>	<b>\$856,907.00</b>

<sup>5</sup> Mr. Michael J. Reiss was made partner in January 2020. For purposes of the “Partners and Counsel” disclosure, Mr. Michael J. Reiss is included as a partner.

**COMPENSATION BY WORK TASK CODE FOR**  
**SERVICES RENDERED BY LATHAM & WATKINS LLP**  
**NOVEMBER 1, 2019 THROUGH JANUARY 31, 2020<sup>6</sup>**

<b>TASK CODE</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>
118	Derivative Action: Wollman v. Andrews, et. al.	1.5	\$1,462.00
146	CERCLA Clean Up – Topock	0.6	\$498.00
161	North Bay Fires – Derivative Litigation	43.9	\$42,091.00
165	Insurance Counseling	36.5	\$20,998.50
166	North Bay Fires Securities Class Action <sup>7</sup>	889.5	\$777,974.00
167	OFPRS v. Chew, et al.	1.7	\$1,087.00
171	Williams Derivative Litigation	0.4	\$236.00
172	Bowlinger Derivative Litigation	10.9	\$9,725.50
173	Public Safety Power Shutoffs Class Action	3.1	\$2,835.00
<b>TOTAL</b>		<b>988.1</b>	<b>\$856,907.00</b>

<sup>6</sup> The total amounts do not include expenses.

<sup>7</sup> This task code also includes time spent on the preparation of the Monthly Fee Statement and the Applicant's retention application.

**EXPENSE SUMMARY**  
**NOVEMBER 1, 2019 THROUGH JANUARY 31, 2020<sup>8</sup>**

EXPENSES	AMOUNTS
Research	\$0
Meals	\$0
Travel	\$7,028.69
Transportation	\$168.41
Printing and Duplication	\$0
Transcription Services	\$0
Telephone Conferencing / Video Conferencing	\$215
Messenger	\$0
Filing Fees	\$0
<b>Total Expenses Requested:</b>	<b>\$7,412.10</b>

<sup>8</sup> Explanations of the enumerated expenses are provided along with the detailed time entries for each task code in the *Monthly Fee Statement of Latham & Watkins LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period of November 1, 2019 through February 29, 2020* [Dkt. No. 7017] (“**First Monthly Fee Application**”).

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☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**FIRST INTERIM FEE APPLICATION OF  
LATHAM & WATKINS LLP FOR  
ALLOWANCE AND PAYMENT OF  
COMPENSATION AND REIMBURSEMENT  
OF EXPENSES (NOVEMBER 1, 2019  
THROUGH JANUARY 31, 2020)**

Date: TBD

Time: TBD

Place: United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

Judge: Hon. Dennis Montali

**Objection Deadline: June 29, 2020  
4:00 p.m. (Pacific Time)**

No hearing requested

Latham & Watkins LLP (“**Latham**” or the “**Firm**”), special counsel for PG&E Corporation and Pacific Gas and Electric Company (the “**Debtors**”) in the above-captioned chapter 11 cases (the

1 “**Chapter 11 Cases**”), hereby submits its First Interim Fee Application (the “**Interim Application**”) for  
2 allowance and payment of compensation for professional services rendered and for reimbursement of  
3 actual and necessary expenses incurred for the period commencing November 1, 2019, through January  
4 31, 2020 (the “**Interim Fee Period**”), pursuant to the *Order Pursuant to 11 U.S.C §§ 331 and 105(a)*  
5 *and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation and*  
6 *Reimbursement of Expenses of Professionals*, entered on February 27, 2019 [Dkt. No. 701] (the “**Interim**  
7 **Compensation Procedures Order**”), sections 330 and 331 of title 11 of the United States Code (the  
8 “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy**  
9 **Rules**”), the *Guidelines for Compensation and Expense Reimbursement of Professionals and Trustees*  
10 (the “**Northern District Guidelines**”), the *United States Trustee Guidelines for Reviewing Applications*  
11 *for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* (the “**UST**  
12 **Guidelines**”), the Fee Examiner Protocol [Dkt. No. 4473], and the Local Bankruptcy Rules for the  
13 Northern District of California.

14 The Interim Application is based upon the points and authorities cited herein, the Declaration of  
15 Robert W. Perrin filed concurrently herewith, the exhibit attached thereto, the pleadings, papers, and  
16 records on file in this case, and any evidence or argument that the Court may entertain at the time of the  
17 hearing on the Interim Application.

## 18 **CASE BACKGROUND AND STATUS**

### 19 **A. The Debtors’ Bankruptcy Proceedings**

20 The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on  
21 January 29, 2019 (the “**Petition Date**”). The Debtors continue to operate their businesses and manage  
22 their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

23 On February 12, 2019, the Office of the United States Trustee for the Northern District of  
24 California (the “**U.S. Trustee**”) appointed an Official Committee of Unsecured Creditors in the Debtors’  
25 cases (the “**Creditors’ Committee**”). On February 15, 2019, the U.S. Trustee appointed an Official  
26 Committee of Tort Claimants (the “**TCC**”). On May 29, 2019, upon the request of the U.S. Trustee, the  
27 Court appointed Professor Bruce A. Markell as the fee examiner in these Chapter 11 Cases (the “**Fee**  
28



1 **Examiner”).**

2 A description of the Debtors’ business, capital structure, and the circumstances leading to the  
3 filing of these Chapter 11 Cases is set forth in the *Amended Declaration of Jason P. Wells in Support of*  
4 *First Day Motions and Related Relief* [Dkt. No. 263].

5 **B. The Debtors’ Retention of Latham**

6 On February 27, 2019, the Court entered the *Order Pursuant to 11 U.S.C. §§ 105(a), 327, 328,*  
7 *and 330 Authorizing the Debtors to Employ Professionals Used in the Ordinary Course of Business*  
8 *Nunc Pro Tunc to the Petition Date* [Dkt. No. 707] (the “**OCP Order**”) authorizing the Debtors to retain  
9 and compensate legal services professionals that the Debtors employ in the ordinary course of business  
10 (collectively, the “**Ordinary Course Professionals**”) subject to the terms of the OCP Order. Latham  
11 has served as counsel to the Debtors prior to the Petition Date and has continued to serve in such capacity  
12 pursuant to the OCP Order. Pursuant to the OCP Order, the Debtors previously filed the *Declaration*  
13 *and Disclosure Statement of Robert W. Perrin on Behalf of Latham & Watkins LLP*, annexed as Exhibit  
14 A-29 to the *Notice of Filing of (I) Ordinary Course Professional Declarations and Retention*  
15 *Questionnaires and (II) List of Additional Ordinary Course Professionals* [Dkt. No 1130].

16 While Latham was approved and had been serving as an Ordinary Course Professional in the  
17 Chapter 11 Cases, developments in these cases—particularly in the securities class actions—have  
18 compelled Latham to dedicate significantly more time to its representation of the Debtors. Accordingly,  
19 on February 5, 2020, the Debtors filed the *Application of Debtors Pursuant to 11 U.S.C. § 327(e), Fed.*  
20 *R. Bankr. P. 2014(a) and 2016, and the Order Authorizing the Debtors to Employ Professionals Used*  
21 *in the Ordinary Course of Business for Authority to Retain and Employ Latham & Watkins LLP as*  
22 *Special Counsel for the Debtors Effective as of the Petition Date* [Dkt. No. 5645] and the *Declaration of*  
23 *Robert W. Perrin in Support of Application of Debtors Pursuant to 11 U.S.C. § 327(e), Fed. R. Bankr.*  
24 *P. 2014(a) and 2016, and the Order Authorizing the Debtors to Employ Professionals Used in the*  
25 *Ordinary Course of Business for Authority to Retain and Employ Latham & Watkins LLP as Special*  
26 *Counsel for the Debtors Effective as of the Petition Date* [Dkt. No. 5646] (the “**Perrin Retention**  
27 **Declaration**”). On February 24, 2020, the Court entered the *Order Pursuant to 11 U.S.C. § 327(e), Fed.*  
28

1 *R. Bankr. P. 2014(a) and 2016, and the Order Authorizing the Debtors to Employ Professionals Used*  
2 *in the Ordinary Course of Business for Authority to Retain and Employ Latham & Watkins LLP as*  
3 *Special Counsel for the Debtors Effective as of the Petition Date* [Dkt. No. 5886] (the “**Retention**  
4 **Order**”). A copy of the Retention Order is attached hereto as **Exhibit A**.

5 The Retention Order authorizes the Debtors to compensate and reimburse the Firm pursuant to  
6 the Bankruptcy Code, the Bankruptcy Rules, the Northern District Guidelines, and the Interim  
7 Compensation Order. Subject to the Firm’s application to the Court, the Debtors also are authorized by  
8 the Retention Order to compensate Latham at the Firm’s standard hourly rates for services performed  
9 and to reimburse the Firm for actual and necessary expenses incurred.<sup>9</sup> The Retention Order authorized  
10 Latham to counsel, advise, and represent the Debtors regarding:

- 11 • two securities class actions, one of which was filed pre-petition and one that was filed post-  
12 petition, including related insurance counseling;
- 13 • with respect to six pre-petition derivative actions pending in federal and state court related to  
14 the 2017 and 2018 Northern California wildfires;
- 15 • regarding compliance issues stemming from the settlement of a derivative action in  
16 connection with the San Bruno accident; and
- 17 • in a variety of environmental matters.

#### 18 **Professional Compensation and Reimbursement of Expenses Requested**

19 By this Interim Application, the Firm seeks interim allowance of compensation in the amount of  
20 \$856,907.00 and actual and necessary expenses in the amount of \$7,412.10, for a total allowance of  
21 \$864,319.10, and payment of \$171,381.40 (20% of the allowed fees)<sup>10</sup> for the Interim Fee Period.

22 All services for which Latham requests compensation were performed for or on behalf of the  
23 Debtors. Latham has received no payment and no promises for payment from any source other than the  
24

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25 <sup>9</sup> Fees attributable to the period after December 31, 2019 are charged at Latham’s 2020 rates, subject to a  
26 customary rate adjustment that was negotiated and agreed to by the Debtors and Latham in a manner consistent  
with past practice.

27 <sup>10</sup> This figure assumes payment of the Firm’s November 2019, December 2019 and January 2020 fees pursuant to  
28 the First Monthly Fee Application.

1 Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters  
2 covered by this Interim Application.

3 There is no agreement or understanding between Latham and any other person other than the  
4 partners of Latham for the sharing of compensation to be received for services rendered in these cases.  
5 In connection with these Chapter 11 Cases, as of this date, Latham has been paid \$959,903.00 in fees  
6 and reimbursed \$8,741.10 in expenses as an Ordinary Course Professional, and \$0 in fees and reimbursed  
7 \$0 in expenses as a retained professional.<sup>11</sup> As of the date of the Interim Application, the Firm has been  
8 paid \$0 in fees and reimbursed \$0 in expenses during the Interim Fee Period.

9 The Firm has billed the Debtors in these Chapter 11 Cases in accordance with its existing billing  
10 rates and procedures in effect during the Interim Fee Period. These rates are the same rates Latham  
11 charges for services rendered by its attorneys and paraprofessionals in comparable matters, and are  
12 reasonable given the compensation charged by comparably skilled practitioners in similar matters in  
13 both the California and national markets. The Summary Sheet filed herewith contains tables listing the  
14 Latham attorneys and paraprofessionals who have performed services for the Debtors during the Interim  
15 Fee Period, including their job titles, hourly rates, aggregate number of hours worked in this matter, and,  
16 for attorneys, the year in which each professional was licensed to practice law. The Summary Sheet also  
17 contains a table summarizing the hours worked by the Firm's attorneys and paraprofessionals. Latham  
18 maintains computerized time records, which have been filed on the docket with the Firm's monthly fee  
19 statements and furnished to the Debtors, counsel for the Creditors' Committee and the TCC, the U.S.  
20 Trustee, and the Fee Examiner in the format specified by the Interim Compensation Order.

21 **C. Budget and Budget-to-Actual Performance**

22 For the periods ending November 30, 2019, December 31, 2019, and January 31, 2020, Latham  
23 provided budget estimates to the Debtors of \$150,000, \$150,000, and \$600,000, respectively. The Firm's  
24 actual fees during November and December were greater than its original estimates (which had been  
25 provided much earlier in 2019), primarily because of increasing activity in connection with the securities  
26 class action litigation, including but not limited to, increased coordination with counsel for other

27 <sup>11</sup> The Firm has not yet been paid for the fees and expenses requested in the First Monthly Fee Application.  
28

1 defendants in connection with briefing related to their motions to dismiss, preparation for potential  
2 estimation proceedings, the need to address class certification issues as raised in this Court, and attention  
3 to potential mediation proceedings. This increased activity in the securities litigation matters and  
4 corresponding need for additional services from Latham was the basis of the Debtors' February 5, 2020  
5 application [Dkt. No. 5645] to retain Latham as special counsel, rather than the Firm's prior status as  
6 Ordinary Course Professionals. However, the Firm's fees in January 2020 were materially lower than  
7 its estimate, and its overall actual fees of \$856,907 during the Interim Fee period from November 2019  
8 through January 2020 were thus lower than predicted.

9 **JURISDICTION**

10 This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. sections 157 and 1334.  
11 This is a core proceeding pursuant to 28 U.S.C. section 157(b). Venue is proper before this Court  
12 pursuant to 28 U.S.C. sections 1408 and 1409.

13 **PROJECT BILLING AND NARRATIVE**  
14 **STATEMENT OF SERVICES RENDERED**

15 During the Interim Fee Period, Latham professionals expended 988.1 hours on behalf of the  
16 Debtors. Of this, 606.6 hours were expended by partners and counsel, 367.6 by associates, and 13.9 by  
17 paraprofessionals. For 2019, Latham's attorneys billed at hourly rates ranging from \$380 to \$1,270.  
18 Effective, January 1, 2020, the Firm raised its rates for attorneys per an annual, customary adjustment in  
19 billing rates, which was negotiated and agreed to by the Debtors in a manner consistent with past  
20 practices. In 2020, Latham's attorneys bill at hourly rates range from \$500 to \$1,325. Based on the  
21 foregoing, the blended rate for the Interim Fee Period is \$875. In accordance with the Interim  
22 Compensation Procedures Order, the Northern District Guidelines, and the Local Rules, the Firm has  
23 classified services performed into specific categories set forth below. Latham has attempted to place the  
24 services provided in the category that best relates to such services; because certain services may relate  
25 to one or more categories, however, services pertaining to one category may in fact be included in another  
26 category.

1           **A.       Wollman v. Andrews, et al.**

2           Latham continues to represent the Debtors in connection with its obligation arising under the  
3 settlement of the San Bruno Fire Derivative Cases (Case No. JCCP 4648-C) to report the Debtors'  
4 progress implementing corporate governance and gas operations therapeutics on a quarterly basis to the  
5 San Mateo Superior Court and City of San Mateo. Such reporting obligations continue through January  
6 16, 2023.

7                               Total Hours: 1.5                       Total Fees: \$1,462.00

8           **B.       CERCLA Clean Up – Topock**

9           Latham has been representing and advising the Debtor regarding federal law compliance issues  
10 associated with the Debtor's implementation of a remedy to address contamination at the Topock  
11 Compressor Station Project Site pursuant to the Comprehensive Environmental Response,  
12 Compensation, and Liability Act (Superfund Act), including on compliance with respect to the National  
13 Historic Preservation Act and Endangered Species Act.

14                           Total Hours: 0.6                       Total Fees: \$498.00

15           **C.       Pending Derivative Litigation Matters**

16           Latham continues to represent the Debtors in connection with six pre-petition derivative actions  
17 pending in federal and state court. These matters include: *Oklahoma Firefighters Pension & Retirement*  
18 *System v. Chew et al.* (No. 18-cv-04698, N.D. Cal.), *Williams v. Earley et al.* (No. 18-cv-7128, N.D.  
19 Cal.), *Blackburn v. Meserve et al.* (No. 19-cv-00501, N.D. Cal.), *In re California North Bay Fire*  
20 *Derivative Litigation* (No. CGC-17-562591, SF Superior Court), *Bowlinger v. Chew et al.* (No. CGC-  
21 18-572326, SF Superior Court), and *Hagberg v. Chew et al.* (No. CGC-19-573190, SF Superior Court).  
22 While all of these matters remain stayed as a result of the bankruptcy, during the applicable period,  
23 Latham prepared various administrative filings with the relevant courts, and continued to advise Debtors  
24  
25  
26  
27  
28

on strategic considerations and possible resolution of the matters.

The total hours and fees attributable to each of the applicable derivative actions are as follows:

- North Bay Fires – Derivative Litigation

Total Hours: 43.9      Total Fees: \$42,091.00

- OFPRS v. Chew, et al.

Total Hours: 1.7      Total Fees: \$1,087.00

- Williams Derivative Litigation

Total Hours: 0.4      Total Fees: \$236.00

- Bowlinger Derivative Litigation

Total Hours: 10.9      Total Fees: \$9,725.50

**D. North Bay Fires Securities Class Actions**

Work in this billing category relates to a pre-petition putative securities class action (*In re PG&E Corporation Securities Litigation (Case No. 18-CV-359, N.D. Cal.)*, [Dkt. No. 62]) arising from the 2017 and 2018 Northern California wildfires. Plaintiff Public Employees Retirement Association of New Mexico (“PERA”) alleges that the Debtors and certain of PG&E’s current and former officers made numerous false statements and/or failed to disclose required information regarding PG&E’s fire safety practices during the putative class period of April 29, 2015 through June 8, 2018, and asserts claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. Plaintiff additionally alleges claims under Section 11 and 15 of the Securities Act of 1933 against certain current and former directors and officers of the Debtors, and also the underwriters of four Senior Note offerings by the Debtors during the putative class period.

Latham attorneys performed extensive work during the Interim Fee Period relating to these claims, including but not limited to coordinating with counsel for the Debtors’ current and former directors and officers, assisting with the analysis and presentation of issues concerning the litigation to this Court (including PERA’s application for class certification) under Bankruptcy Rule 7023, preparing for potential estimation proceedings, and coordinating potential mediation efforts. This category also includes time spent on the preparation of the monthly fee statements, interim fee applications, and the

1 Firm's retention application and related materials.

2 Total Hours: 889.5

Total Fees: \$777,974.00

3 **E. Public Safety Power Shutoffs Class Action**

4 Latham continues to assist Debtors in connection with this securities class action, styled *Vataj v.*  
5 *Johnson, et al.* (Case No. 19-cv-6996, N.D. Cal.), Dkt. No. 1, which was filed post-petition on October  
6 25, 2019. Plaintiff alleges that Debtors and certain of PG&E's officers made pre- and post-petition  
7 misrepresentations regarding PG&E's wildfire prevention efforts and safety protocols related to rolling  
8 power cuts that PG&E implemented to minimize wildfire risk during the putative class period of  
9 December 13, 2018 through October 28, 2019, and asserts claims pursuant to Sections 10(b) and 20(a)  
10 of the Exchange Act and Rule 10b-5 promulgated thereunder. Latham's work during the Interim Fee  
11 Period included advising Debtors in connection these claims, and coordinating with current and former  
12 officers' counsel.

13 Total Hours: 3.1

Total Fees: \$2,835.00

14 **F. Insurance Counseling**

15 Latham continues to advise the Debtors in connection with issues relating to their directors and  
16 officers insurance policies, including but not limited to issues arising in connection with the above  
17 securities and derivative litigation matters.

18 Total Hours: 36.5

Total Fees: \$20,998.50

19 **EXPENSE SUMMARY**  
20 **NOVEMBER 1, 2019 THROUGH JANUARY 31, 2020**

21 As is its typical practice in chapter 11 cases, the Firm advanced costs on behalf of the Debtors in  
22 connection with the discharge of the duties described in the Interim Application. During the Interim Fee  
23 Period, Latham incurred a total of \$7,412.10 in expenses. These expenses, which include travel to and  
24 from New York and San Francisco, meals, and transportation are reasonable and necessary to the smooth  
25 administration of these Chapter 11 Cases. Receipts for all significant expenses have been provided to  
26 the Debtors and the Fee Examiner.

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In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Latham respectfully submits that the amount requested by Latham is fair and reasonable given the complexity of these Chapter 11 Cases, the time expended, the nature and extent of the services rendered, the value of such services, and the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, Latham has reviewed the requirements of the Interim Compensation Procedures Order, the Northern District Guidelines, and the UST Guidelines and believes that the Interim Application complies with all of them except as specifically noted herein.

It is possible that some professional time expended or expenses incurred during the Interim Fee Period are not reflected in this Interim Application. Latham reserves the right to include such amounts in future fee applications.

The Firm understands that the Debtors' estate has sufficient funds available to pay the fees and costs sought herein.

Notice of the Interim Application has been provided to parties in interest in accordance with the procedures set forth in the Interim Compensation Order. We submit that, in view of the facts and circumstances of these Chapter 11 Cases, such notice is sufficient and no other or further notice need be provided.

Latham respectfully requests an interim allowance to Latham for compensation in the amount of



1 \$856,907.00 and actual and necessary expenses in the amount of \$7,412.10, for a total allowance of  
2 \$864,319.00, and an authorization for payment of \$172,863.80 (20% of the allowed fees); and for such  
3 other and further relief as this Court deems proper.

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6 Dated: June 8, 2020

Respectfully submitted,

7 **LATHAM AND WATKINS LLP**

8 By: /s/ Robert W. Perrin  
9 Robert W. Perrin

10 *Special Counsel for Debtors and Debtors in Possession*  
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